



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

5-038A110

February 6, 1985

RECORDATION NO. 7744-# FEB 14 1985

FEB 07 1985

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

FEB 7 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

10.00  
Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series J, Supplement No. 8,  
dated January 1, 1985

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1)  
counterpart of the document described below to be recorded  
pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 8, dated as of January 1,  
1985, to The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust Agreement, dated as of December 15, 1974.

That Equipment Trust is the primary document to which this  
Supplement is connected and is recorded under Recordation No.  
7744.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

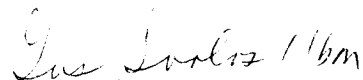
The equipment covered by Equipment Trust Agreement, Series J,  
is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5)  
additional counterparts of the supplement, which I should like to  
have returned to me bearing the recordation information.

Mr. James Bayne  
Interstate Commerce Commission  
February 6, 1985  
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos / LBM".

Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

## SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
200	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 522500 to 522799, both inclusive	\$ 37,100	\$ 7,420,000
20	U-36-C 3600 HP Diesel Locomotive Units, General Electric Company, builder; numbered 3774 to 3793, both inclusive	415,900	8,318,000
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)	355,200	8,169,600
100	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; Nos. 90034 (1 car), 90036 (1 car), 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	29,000	2,900,000
50	50'5" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 45785 to 45834, both inclusive	37,500	1,875,000
500	61'100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621500 to 622099, both inclusive	38,000	19,000,000
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive	28,000	16,800,000
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; numbered 165000 to 165099, both inclusive	34,000	3,400,000
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 611616 to 611699, both inclusive	33,100	2,780,400
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, both inclusive	38,000	2,850,000
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Fc-91), Bethlehem Steel Corporation, builder; numbered 295275 to 295299, both inclusive	365,000	9,125,000
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; Nos. 600745 to 600749, both inclusive	56,300	281,500
11	Enclosed Tri-Level Auto Rack (TL-10), Thrall Car Manufacturing Company, builder; Nos. 1011 to 1021, both inclusive	35,072	385,792

(Continued)

## EQUIPMENT TRUST, SERIES J

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
17	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2022 to 2038, both inclusive . . . . .	,\$35,433	<u>\$ 602,361</u>
	Total . . . . .		<u><u>\$83,907,653</u></u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY,  
EQUIPMENT TRUST, SERIES J

RECORDATION NO. 7744-14  
FEB 7 1985 3 25 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 8, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of December 15, 1974, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series J, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
17	Enclosed Tri-level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2022 to 2038, both inclusive	\$35,433	\$602,361

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

  
Assistant Secretary

By   
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

  
Assistant Secretary

By   
Vice President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 4th day of February 1985 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deanne Mazurek  
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires July 17, 1993

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 6th day of February 1985 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

L. C. Callahan  
Notary Public

(Notarial Seal)

My Commission Expires MARCH 8, 1988

## SCHEDULE A

Quantity	Description	Estimated Cost	
		Per Unit	Total
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20	U-36-C 3600 HP Diesel Locomotive Units, General Electric Company, builder; numbered 3774 to 3793, both inclusive	415,900	8,318,000
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)	355,200	8,169,600
100	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; Nos. 90034 (1 car), 90036 (1 car), 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	22,000	2,900,000
50	50'5" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 45785 to 45834, both inclusive	37,500	1,875,000
500	61'100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621600 to 622099, both inclusive	38,000	19,000,000
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive	28,000	16,800,000
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; numbered 165000 to 165099, both inclusive	34,000	3,400,000
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 611616 to 611699, both inclusive	33,100	2,780,400
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, both inclusive	38,000	2,850,000
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5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-134), Fruit Growers Express Company, builder; Nos. 600745 to 600749, both inclusive	56,300	281,500
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; Nos. 1911 to 1921, both inclusive	35,072	385,792

(Continued)



## EQUIPMENT TRUST, SERIES J

## SCHEDULE A

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	Total . . . . .		<u>\$83,907,653</u>